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OFFICE OF FINANCIAL REGULATION

J. THOMAS CARDWELL
COMMISSIONER

November 18, 2009

VIA INTEROFFICE MAIL

Ms. Karen Gibson
Senior Section Administrator
Amendment Section
Florida Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Dear Ms. Gibson:

Please file the enclosed amendment to the Articles of Incorporation of Peninsula Bank, Englewood, Florida, at your earliest convenience. The distribution of the certified copies should be made as follows:

- (1) Return one copy to: Division of Financial Institutions
Florida Office of Financial Regulation
200 East Gaines Street
Tallahassee, Florida 32399-0371
- (2) Mail one copy to: Mr. Sam A. Davis, II
President and Chief Operating Officer
American Momentum Bank
4830 West Kennedy Boulevard, Suite 200
Tampa, Florida 33609

Also enclosed is a check in the amount of \$52.50 representing the filing and certified copy fees. If you have any questions, please do not hesitate to contact me.

Sincerely,

William A. Lott
Senior Management Analyst II
Bureau of Bank Regulation

WAL:lbl
Enclosures (4)

**FINANCIAL SERVICES
COMMISSION**

CHARLIE CRIST
GOVERNOR

BILL MCCOLLUM
ATTORNEY GENERAL

ALEX SINK
CHIEF FINANCIAL OFFICER

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

EXHIBIT A

**ARTICLES OF AMENDMENT TO
THE
ARTICLES OF INCORPORATION
OF
AMERICAN MOMENTUM BANK
TAMPA, FLORIDA**

DOCUMENT NO. P06000085477

Pursuant to the provisions of Section 658.30 of the Florida Statutes and Section 607.1006 of the Florida Business Corporation Act (the "FBCA"), American Momentum Bank, a Florida state banking corporation (the "Bank"), hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the bank is American Momentum Bank and it is located in Tampa, Florida.
2. The amendment amends Article III of the Articles of Incorporation of the Bank to delete the existing preemptive rights of the shareholders of the Bank. The full text of Article III of the Articles of Incorporation of the Bank is hereby deleted in its entirety and replaced with the following:

"Article III

The total number of shares authorized to be issued by the corporation shall be 50,000,000. Such shares shall be of a single class and shall have a par value of \$5.00 per share. The corporation shall begin business with at least \$50,375,000 in paid-in common capital stock to be divided into 10,075,000 shares. The amount of surplus with which the corporation will begin business will be not less than \$49,625,000, all of which (capital stock and surplus) shall be paid in cash."

3. The amendment hereby made to the Articles of Incorporation of the Bank was approved by a written consent executed by a majority of the shareholders of the Bank effective November 12, 2009. There is only one voting group entitled to vote on the amendment and the number of votes cast was sufficient for approval of the Articles of Amendment to the Articles of Incorporation.

4. IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of American Momentum Bank this 12th day of November 2009.

Dated: November 12, 2009.

AMERICAN MOMENTUM BANK

By: 

**Donald A. Adam, Chairman of the
Board and Chief Executive Officer**

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Approved by the Florida Office of Financial Regulation this 18th day of November,
2009.

Tallahassee, Florida

A handwritten signature in black ink, appearing to read "Linda B. Charity", is written over a horizontal line.

Linda B. Charity
Director
Division of Financial Institutions
Florida Office of Financial Regulation